

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

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MAGTEN ASSET MANAGEMENT CORP. and LAW DEBENTURE TRUST COMPANY OF NEW YORK,	:	
Plaintiffs,	:	
v.	:	Civil Action No. 04-1494-JJF
NORTHWESTERN CORPORATION,	:	
Defendant.	:	
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MAGTEN ASSET MANAGEMENT CORP.,	:	
Plaintiff,	:	
v.	:	Civil Action No. 05-499-JJF
MIKE J. HANSON and ERNIE J. KINDT,	:	
Defendants.	:	
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MAGTEN ASSET MANAGEMENT CORP. Suing individually and derivatively on behalf of CLARK FORK and BLACKFOOT, LLC,	:	
Plaintiff,	:	
v.	:	Civil Action No. 04-1256-JJF
PAUL HASTINGS JANOFSKY & WALKER LLP,	:	
Defendant.	:	
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UPON the Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York (the "Plaintiffs") to Compel the Production of Documents and For Expenses (the "Motion"); and the parties having filed supporting and opposing memoranda and other papers; and the Court having overruled all objections to the Motion; and the Court being of the opinion that the Motion should be granted; it is hereby

ORDERED that the Motion is GRANTED; and it is further  
ORDERED that NorthWestern Corporation, Michael J. Hanson and Ernie J. Kindt  
(the “NorthWestern Defendants”) shall produce to Plaintiffs within \_\_\_\_ days of the date  
of this order all documents responsive to Plaintiffs’ First Requests For Production of  
Documents, served on or about January 24, 2006, as limited by the prior agreement of the  
parties, and it is further

ORDERED that all documents produced by the NorthWestern Defendants to the  
Securities and Exchange Commission shall be produced by the NorthWestern Defendants  
to Plaintiffs within one week of the date of this order; and it is further

ORDERED that the NorthWestern Defendants and their attorneys in this action  
shall pay monetary sanctions in the amount of \$\_\_\_\_\_ to Plaintiffs for their expenses,  
including reasonable attorneys’ fees, incurred in the preparation and filing of the Motion;  
and it is further

ORDERED that, notwithstanding any contrary provisions of this Court’s  
scheduling order entered in the above captioned actions, Plaintiffs shall be permitted to  
submit more than two Rule 37 motions during the course of discovery in the above  
captioned actions.

DATED: January \_\_, 2007

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Honorable Joseph J. Farnan, Jr.  
United States District Judge